

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	
	:	Chapter 11
	:	
W.R GRACE & CO., <u>et al.</u>	:	Case No. 01-01139 (JJF)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	
	:	

AFFIDAVIT

STATE OF NEW YORK)

) ss. :

COUNTY OF NEW YORK)

Richard Shinder being duly sworn, deposes and says:

1. I am a Vice President of the firm of The Blackstone Group L.P. ("Blackstone"), which firm maintains offices for providing financial advisory services at 345 Park Avenue, New York, New York 10154. Blackstone is acting as Financial Advisor for the above captioned debtors and debtors in possession (collectively, the "Debtors") in the captioned case.

2. This affidavit is submitted pursuant to Delaware Bankruptcy Local Rule 2016-2 in connection with Blackstone's Fifth Monthly Fee Application (the "Fifth Application") for an allowance of compensation for services rendered to the Debtors for the period from October 1, 2001 through October 31, 2001 (the "Fifth Application Period") in the amount of (i) \$175,000.00 in monthly fees and (ii) the reimbursement of expenses incurred in connection therewith in the sum of \$5,042.39.

3. All of the services for which compensation is sought by Blackstone were performed for and on behalf of the Debtors and not on behalf of any other person or stakeholder.

4. No agreement or understanding exists between Blackstone and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

5. I have reviewed and I understand the requirements of Delaware Bankruptcy Local Rule 2016-2 and I believe that this Fifth Application fully complies with all provisions contained in said Order.

By: 

Richard Shinder
Vice President

Sworn to before me this
28th day of November 2001


Notary Public

Joella Geisler
Notary Public, State of New York
No. 01GE6047624
Qualified in New York County
Commission Expires September 5, 2002